

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of)	
)	
Applications of AT&T Inc. and)	WT Docket No. 11-65
Deutsche Telekom AG)	
)	
For Consent To Assign or Transfer Control of)	
Licenses and Authorizations)	

**REPLY DECLARATION OF FRANK MASTROBATTISTA ON BEHALF OF
TELECOM TRANSPORT MANAGEMENT, INC. ("TTMI")**

1. I am Frank Mastrobattista, Senior Vice President, Network Development and Co-Founder of Telecom Transport Management, Inc.
2. The purpose of my declaration is to provide factual support for the Reply Comments of Telecom Transport Management, Inc. ("TTM").
3. I have personal knowledge of all facts stated in my declaration.
4. I have over twenty-five years of experience in the telecommunications industry. I began my telecommunications career with Bell Atlantic (now Verizon). I have also worked for Bell Atlantic Mobile (now Verizon Wireless), first as manager of business planning and later as Director of European Business Development. After leaving Bell Atlantic in 1993, I served in several positions for Access Line Technologies, including as Director of Business Planning, Vice President of Product Management, and Vice President of Asia. I then co-founded and served as Vice-President of New Century GlobalNet, a broadband service provider in Japan until I co-founded TTM.

5. TTM provides wireless backhaul and alternate access services, having been formed in 2003 to pursue the backhaul marketplace. TTM's customers include T-Mobile USA ("T-Mobile") and other national wireless providers. TTM operates its facility based fiber and microwave networks in 15 metropolitan areas across 5 Midwest and Eastern states and is continually expanding its footprint. TTM's networks simultaneously provide TDM and Ethernet backhaul services, easing the wireless provider's migration path from 3G to 4G.

6. T-Mobile is a significant customer for TTM and for other wireless backhaul providers.

7. TTM believes that it *** **BEGIN HIGHLY CONFIDENTIAL** [REDACTED]
[REDACTED]
[REDACTED] **END HIGHLY CONFIDENTIAL** *** Absent that level of scale, TTM will not make the investment to serve customers at new cell towers and *** **BEGIN HIGHLY CONFIDENTIAL** [REDACTED]
[REDACTED] **END HIGHLY CONFIDENTIAL** ***

8. *** **BEGIN HIGHLY CONFIDENTIAL** [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] **END HIGHLY CONFIDENTIAL** ***.

9. It is unreasonable to expect a backhaul provider to be able to *** BEGIN

HIGHLY CONFIDENTIAL [REDACTED]

[REDACTED]

[REDACTED] END HIGHLY

CONFIDENTIAL ***.

10. In order to generate a reasonable return, TTM might have to *** BEGIN

HIGHLY CONFIDENTIAL [REDACTED]

[REDACTED] END HIGHLY CONFIDENTIAL *** the niche

or regional wireless provider does not survive or — like T-Mobile — is swallowed up by AT&T or Verizon.

11. In Pennsylvania, TTM *** BEGIN HIGHLY CONFIDENTIAL

[REDACTED] END HIGHLY

CONFIDENTIAL *** cell sites.

12. In Virginia TTM *** BEGIN HIGHLY CONFIDENTIAL [REDACTED]

[REDACTED] END HIGHLY CONFIDENTIAL ***

cell sites.

13. In both *** BEGIN HIGHLY CONFIDENTIAL [REDACTED]

[REDACTED]

[REDACTED] END HIGHLY CONFIDENTIAL ***

14. TTM, however, *** BEGIN HIGHLY CONFIDENTIAL [REDACTED]

[REDACTED]

[REDACTED] END

HIGHLY CONFIDENTIAL ***

REDACTED - FOR PUBLIC INSPECTION

15. AT&T, however *** BEGIN HIGHLY CONFIDENTIAL [REDACTED]

[REDACTED] END HIGHLY CONFIDENTIAL ***

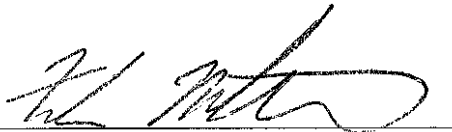
16. TTM personnel, however, *** BEGIN HIGHLY CONFIDENTIAL

[REDACTED] END HIGHLY CONFIDENTIAL ***

17. This appears consistent with the common understating within the backhaul industry that typically AT&T and Verizon use each other's backhaul service wherever one or the other is the incumbent LEC.

18. Declarant sayeth no more.

I declare under penalty of perjury that the foregoing is true and correct.



Frank Mastrobattista
Senior Vice President, Network Development

Executed on: June 20, 2011
Seattle, Washington